



SUBJECT: Majority Voting Policy	SECTOR: Board of Directors
	NUMBER: 1
	DATE: April 21, 2017

Purpose

The Board of Directors of BRP Inc. (the "Corporation") is committed to fulfilling its responsibility for the governance of the Corporation and the enhancement of shareholder value, and believes that each member of the Board of Directors (the "Board") should carry the confidence and support of its shareholders.

Policy

In an uncontested election of directors of the Corporation, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election, must promptly tender his or her resignation to the Chair of the Board following the shareholder's meeting. For the purposes of this policy, an "uncontested election" of directors of the Corporation means an election where the number of nominees for directors equals the number of directors to be elected.

Following receipt of a resignation submitted pursuant to this policy, the Human Resources, Nomination and Governance Committee (the "Committee") shall consider such resignation, as well as all factors deemed relevant by the Committee, and recommend to the Board whether or not to accept it. Any director who tenders his or her resignation may not participate in the deliberations of the Committee or the Board.

The Board shall act on the Committee's recommendation within 90 days after the date of the relevant shareholders' meeting. The Board will accept the resignation absent exceptional circumstances that would warrant the director to continue to serve on the Board.

The Board shall promptly disclose, via press release, its decision to accept or not the director's resignation, including the reasons for rejecting the resignation, as the case may be. If a resignation is accepted, the Board may, in accordance with the provisions of the Corporation's articles and the *Canada Business Corporations Act*, as may be amended and/or supplemented from time to time, appoint a new director to fill any vacancy created by the resignation, reduce the size of the Board, leave any vacancy open until the next annual general meeting of the shareholders of the Corporation, call a special meeting of shareholders at which nominees will be presented to fill any vacancies, or any combination of the above.

In the event that a sufficient number of the Board members received a greater number of proxy votes withheld than the votes for such members in the same election, such that the Board no longer has a quorum, then such directors receiving a majority withheld vote shall not be permitted to participate in any deliberations or vote at the meeting of the Board at which their resignations are to be considered, however he or she shall be counted for the purpose of determining whether the Board has quorum. Notwithstanding the above, if all of the members of the Board received a greater number of proxy votes withheld than the votes for each member in the same election, then the entire Board shall consider whether or not to accept the offers of resignation.

If a director does not tender his or her resignation in accordance with this policy, the Board will not re-nominate that director at the next election. The Board may adopt such procedures as it deems necessary to assist it in its determinations with respect to this policy.

APPROVED BY: Board of Directors	ORIGINAL EFFECTIVE DATE: January 12, 2015	REVISION NO.: 1	PAGE NO: 1 OF 1
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